

SMITH ELIZABETH A

Form 3

August 07, 2012

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

SMITH ELIZABETH A

(Last) (First) (Middle)

2202 NORTH WEST SHORE
BLVD, SUITE 500

(Street)

TAMPA, FL 33607

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/07/2012

3. Issuer Name and Ticker or Trading Symbol
Bloomin' Brands, Inc. [BLMN]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chairman and CEO

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Stock Option (right to buy)	Â <u>(1)</u>	07/01/2021	Common Stock	550,000	\$ 10.03	D	Â
Stock Option (right to buy)	Â <u>(2)</u>	11/16/2019	Common Stock	4,350,000	\$ 6.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ELIZABETH A 2202 NORTH WEST SHORE BLVD SUITE 500 TAMPA, FL 33607	Â X	Â	Â Chairman and CEO	Â

Signatures

/s/ Kelly Lefferts, as
Attorney-in-Fact

08/07/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This option vests in five equal installments beginning on July 1, 2012.

- This option vests in five equal installments beginning on November 16, 2010, and will only become exercisable (to the extent then vested) upon the completion of an initial public offering or a change in control (each, a "Qualifying Liquidity Event") in which the value of the Issuer's common stock at such Qualifying Liquidity Event and, in the case of an initial public offering, for a subsequent six-month period, exceeds certain minimum thresholds ranging from \$5.00 per share to \$10.00 per share.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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